

07-134

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WILKINSON) BARKER) KNAUER) LLP

2300 N STREET, NW
SUITE 700
WASHINGTON, DC 20037
TEL 202.783.4141
FAX 202.783.5851
www.wbklaw.com
ROBERT G. MORSE
202.383.3393
rmorse@wbklaw.com

STAMP AND RETURN

FCC/MELLON JUN 21 2007

June 21, 2007

Federal Communications Commission
Wireline Competition Bureau - CPD - 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

Re: *Application to Transfer of Control of Domestic and International Section
214 Authority from AMA Communications LLC to Dialog Telecom LLC*

To Whom It May Concern:

Attached please find an original and 5 copies of an application for Commission consent to the transfer of control of AMA Communications LLC ("AMA") from AMA to Dialog Telecom LLC (together "Applicants") pursuant to Section 214 of the Communications Act, as amended, 47 U.S.C. § 214.

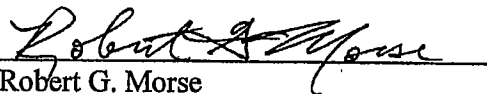
Pursuant to Section 63.04(b) of the rules, this application is submitted as a consolidated domestic and international Section 214 transfer of control application and will be filed shortly with the International Bureau via the International Bureau Filing System. Enclosed is a completed FCC Form 159 and a check for \$965.00, payable to the Federal Communications Commission. Streamlined processing is requested pursuant to Section 63.03 of the rules.

Please contact Bradford W. Bayliff, outside counsel for AMA, at (512) 480-9900 (email bbayliff@phonelaw.com) if there are questions concerning this application.

Respectfully submitted,

WILKINSON BARKER KNAUER, LLP

By:


Robert G. Morse

Enclosures

STAMP AND RETURN

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION REMITTANCE ADVICE

Approved by OMB
3060-0589

Page: 1 of 1

(1) LOCKBOX # 358145		SPECIAL USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Wilkinson Barker Knauer, LLP		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$965.00	
(4) STREET ADDRESS LINE NO. 1 2300 N Street, N.W.			
(5) STREET ADDRESS LINE NO. 2 Suite 700			
(6) CITY Washington		(7) STATE DC	(8) ZIP CODE 20037
(9) DAYTIME TELEPHONE NUMBER (include area code) (202) 783-4141		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0003775731		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME AMA Communications LLC			
(14) STREET ADDRESS LINE NO. 1 4909 Canyon Dr.			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Amarillo		(17) STATE TX	(18) ZIP CODE 79110-2329
(19) DAYTIME TELEPHONE NUMBER (include area code) (806) 242-3500		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0013822721		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CUT	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC) \$965.00	(27A) TOTAL FEE \$965.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, _____, certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE _____		DATE _____	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

**BEFORE THE
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554**

In the Matter of

**Application for Authority
to Transfer Control of
AMA Communications LLC
to Dialog Telecom LLC
Under Section 214 of
the Communications Act**

§
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File Nos. ITC-T/C-_____

WC Docket No. 07-_____

**APPLICATION FOR AUTHORITY TO TRANSFER CONTROL OF
DOMESTIC AND INTERNATIONAL SECTION 214 AUTHORIZATIONS**

AMA Communications, L.L.C., ("AMA" or the "Transferor") and Dialog Telecom LLC ("Dialog" or the "Transferee") (collectively "Applicants"), by the undersigned attorney and pursuant to Section 214 of the Communications Act of 1934 (the "Act"), as amended, 47 U.S.C. § 214, and Sections 63.04 and 63.24 of the Commission's rules, 47 C.F.R. §§ 63.04 and 63.24, hereby respectfully request approval to transfer control of AMA to Dialog.

I. INTRODUCTION

A. Summary of the Transaction

Pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. § 63.04(b), the Applicants are filing a combined international and domestic Section 214 transfer of control application. The Applicants provide below the information required by Section 63.24(e) of the Commission's Rules, 47 C.F.R. § 63.24(e). *Exhibit A* provides the additional information required by Section 63.04(a)(6) through (a)(12) of the Commission's Rules, 47 C.F.R. § 63.04(a)(6)-(12), in connection with the transfer of the domestic Section 214 authority.

Although the proposed transaction will result in a change in the ultimate control of AMA, no assignment of authorizations, assets, or customers will occur as a consequence of the proposed transaction. AMA will continue to provide service to its existing customers pursuant to its authorizations, under the same name, and under the same rates, terms, and conditions. Accordingly, this transaction will be transparent to customers of AMA.

B. Request for Streamlined Processing

The Applicants respectfully submit that this Application is eligible for presumptive streamlined processing pursuant to Section 63.03 and 63.12 of the Commission's Rules, 47 C.F.R. §§ 63.03 and 63.12. With respect to domestic interstate authority, this Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transactions, (1) AMA and its affiliates, as defined in Section 3(1) of the Act ("Affiliates") combined will hold substantially less than a ten percent share of the interstate, interexchange market;¹ (2) AMA and its Affiliates will provide local exchange service only in areas served by dominant local exchange carriers (none of which is a party to the proposed transaction); and (3) neither AMA nor any of its Affiliates is dominant with respect to any service.

Although an owner of the Transferee has derivative interests that are greater than 10 percent in several U.S.-based rural incumbent LECs and interexchange carriers, the area where AMA provides service is outside the geographic areas where the rural incumbent LECs are dominant. Therefore, the application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii).

With respect to international authorization, this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b).

In particular, none of the exclusionary criteria set forth in Section 63.12(c) apply as described more fully in Section V below. Accordingly, this Application qualifies for streamlined processing pursuant to Section 63.12 of the Commission's Rules.

C. Request for Expedited Consideration

For important business and financial reasons, the Applicants have targeted July 31, 2007, as the closing date for this transaction. In order for the transaction to be completed by July 31st, with all required federal approvals, the Applicants request that the Commission complete its review process so that the Public Notice granting the approvals will be issued no later than July 30, 2007.²

In support of this Application, the Applicants also provide the following information:

II. DESCRIPTION OF THE APPLICANTS

A. AMA Communications LLC (Transferor)

AMA is a Texas limited liability company that provides local exchange services, domestic and international long distance services, high-speed Internet access, and enhanced data services to more than 11,000 customers in Texas. AMA Communications, L.L.C. was formed to purchase certain assets, including telecommunications assets and customer accounts, from a bankruptcy estate.

B. Dialog Telecom LLC (Transferee)

Dialog Telecom LLC is a holding company of competitive local exchange carriers ("CLECs") that serve business and residential customers, primarily in rural areas. Dialog is headquartered in Charlotte, North Carolina. The principals of Dialog Telecom LLC have extensive experience in the telecommunications industry, with current affiliates that include Dialog Telecommunications, Inc., a facilities-based CLEC that provides service in Kentucky, Mississippi, and North Carolina.

¹ 47 U.S.C. § 153(1); 47 C.F.R. § 63.03(b)(3).

² In order to meet this goal, the Public Notice establishing a streamlined pleading cycle for the Domestic Section 214 Application would need to be issued by June 29, 2007, and the Public Notice accepting the International Section 214 Application for filing would need to be issued by July 11, 2007.

III. DESCRIPTION OF THE PROPOSED TRANSACTION (Answer to Question 13 of IBFS Main Form)

The Applicants have entered into a Unit Purchase Agreement dated May 16, 2007, ("Acquisition Agreement") through which Dialog's wholly owned subsidiary, Dialog Holdings LLC ("Holdings"), which was created to facilitate a series of acquisitions, will acquire all of the units in AMA Communications LLC. At the conclusion of the transaction, AMA will be a wholly-owned subsidiary of Holdings and the ultimate parent of AMA will be Dialog. Although the proposed transaction will result in a change in the ultimate control of AMA, no assignment of authorizations, assets, or customers will occur as a consequence of the proposed transaction. AMA will continue to provide service to its existing customers pursuant to its authorizations, under the same name, and under the same rates, terms, and conditions. Accordingly, this transaction will be transparent to customers of AMA. For the Commission's convenience, pre- and post-transaction organization illustrative charts are provided as *Exhibit B*.

IV. Public Interest Considerations

The Applicants submit that the transaction will serve the public interest because it brings together the unique strengths of each company in the rural communications market, providing increased scale to continue current operations and to grow and expand in the future. As a result, the granting of this application will serve the public interest, convenience, and necessity by ensuring the ongoing provision of high quality telecommunications to the public and continuity of service to the Transferor's customers, and by promoting competition in the domestic and international interexchange services market. Competition will benefit U.S. consumers by increasing service options and lowering prices.

Further, as stated above, the transaction will be conducted in a manner that will not affect the ongoing service of existing customers. Following consummation of the transaction, AMA will continue to provide high-quality telecommunications services to its customers under the same name and without interruption and without immediate change in rates, terms, or conditions. The Commission has found that where transactions such as this result in no overlaps or

adjacencies between markets, "no harm to competition is likely to occur" and where, as here, applications are presumptively streamlined, the underlying transactions "by their nature are extremely unlikely to raise the potential of public interest harm."³ This transaction is no exception.

V. INFORMATION REQUIRED BY SECTION 63.24(e)

Pursuant to Section 63.24(e) of the Commission's Rules, in support of this Application, the Applicants submit the following information responsive to Section 63.18(a)-(d) for the Transferor and the Transferee, and responsive to Section 63.18(h)-(p) for the Transferor.

Section 63.18 (Transferor and Transferee)

(a). Name, Address, and Telephone Numbers of the Parties

The Transferor is AMA Communications LLC. The Transferor conducts business under an assumed name, AMA TechTel Communications. The Transferor's telephone number is: (806) 353-7638. The Transferor's business headquarters are located at the following address:

AMA Communications, L.L.C.
4909 Canyon Drive
Amarillo, Texas 79110

The Transferee is Dialog Telecom LLC. The Transferee's telephone number is: (704) 887-1343. The Transferee's business headquarters are located at the following address:

756 Tyvola Road, Suite 100
Charlotte, North Carolina 28217

(b). Place of Corporate Organization

The Transferor is a Texas limited liability company.

The Transferee is a North Carolina limited liability company.

(c). Contact Information (*Answer to Question 10*)

³ See *Implementation of Further Streamlining Measures for Domestic Section 214 Authorizations*, 17 FCC Rcd 5517, ¶¶ 28-32 (2002); *Joint Applications of Global Crossing Ltd. and Citizens Communications Co.*, 16 FCC Rcd 8507, ¶ 9 (CCB, CSB, WTB 2001) ("Global Crossing/Citizens").

All correspondence concerning this Application should be addressed to the following individuals:

For AMA Communications LLC:

Bradford W. Bayliff
Casey, Gentz & Magness, L.L.P.
98 San Jacinto Boulevard, Suite 1400
Austin, Texas 78701
Phone: (512) 480-9900
Fax: (512) 480-9200
Email: bbayliff@phonelaw.com

With a copy to:

Lehmer Dunn
President
AMA Communications, L.L.C.
Post Office Box 15327
Amarillo, Texas 79105
Phone: (806) 353-7638
Fax: (806) 352-3327
Email: ldunn@amatechtel.com

For Dialog Telecom LLC

James A. Bellina
President
Dialog Telecom LLC
756 Tyvola Road, Suite 100
Charlotte, North Carolina 28217
Phone: (704) 887-1343
Email: jim@calldialog.com

(d). Previous 214 Authority

The Transferor provides domestic interstate telecommunications services pursuant to the blanket Section 214 authority granted in Section 63.01 of the Commission's Rules, and holds Section 214 authority to provide international resale telecommunications services pursuant to IB File No. ITC-214-19980622-00430. The Transferee has not received authority from the FCC under Section 214 of the Act and holds no Section 214 authority to provide international telecommunications services.

Information Concerning the Transferee (pursuant to Section 63.18(e)(3))

(h). (Answer to Questions 11 and 12)

Information concerning the ten percent (10%) or greater shareholders of Transferee.

Dialog Holdings LLC will acquire 100% of the units of AMA Communications LLC. Dialog Holdings is a wholly-owned subsidiary of Dialog Telecom LLC. The 10% or greater shareholders of Dialog Telecom LLC are:

<u>Name</u>	<u>Percentage</u>	<u>Citizenship</u>	<u>Principal Business</u>
Patrick L. Eudy	75.0	United States	Telecommunications Services
James A. Bellina	25.0	United States	Telecommunications Services

756 Tyvola Road, Suite 100
Charlotte, North Carolina 28217

Dialog Telecom LLC does not have any interlocking directorates with a foreign telecommunications carrier.

(i). (Answer to Question 14) Foreign Carrier Affiliations:

Pursuant to Section 63.18(i) of the Commission's Rules, the Applicants certify that they are not foreign carriers and that they have no affiliation with, a foreign carrier. No director, shareholder, or officer of the Transferee is an agent of a foreign carrier.

(j). (Answer to Question 15)

The Transferee certifies that it does not seek to provide international telecommunications services to any destination country for which any of the statements set forth in Section 63.18(j)(1)-(4) is true.

(k). Not Applicable

(l). Not Applicable

(m). Not Applicable

(n). No Special Concessions Certification

The Transferee certifies that that it has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future.

(o). Certification Pursuant to Rules 1.2001 Through 1.2003

The Applicants hereby certify that no party to the application is subject to denial of federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act. *See* 21 U.S.C. § 853(a); *see also* 47 C.F.R. §§ 1.2001-1.2003.

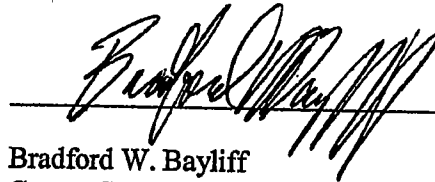
(p). Streamlined Processing.

The Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.12(a)-(b) of the Commission's Rules, 47 C.F.R. § 63.12(a)-(b). In particular, Section 63.12(c)(1) is not applicable because none of the scenarios outlined in Section 63.12(c) apply, 47 C.F.R. § 63.12(c).

VI. CONCLUSION

For the reasons stated above, the Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by approval of this Application for consent to transfer control of AMA Communications LLC, a holder of domestic and international Section 214 authority, to Dialog Telecom LLC.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Bradford W. Bayliff", is written over a horizontal line.

Bradford W. Bayliff
Casey, Gentz & Magness, L.L.P.
Suite 1400
98 San Jacinto Boulevard
Austin, Texas 78701
(512) 225-0027 (Tel.)
(512) 480-9200 (Fax)

Counsel to
AMA Communications LLC

Date: June 21, 2007

EXHIBIT A

DOMESTIC SECTION 214 TRANSFER OF CONTROL INFORMATION

Pursuant to Section 63.04 of the Commission's Rules, 47 C.F.R. § 63.04, the Applicants request authorization to transfer control of AMA Communications LLC, a holder of domestic Section 214 authority. The Applicants are filing a combined Application for this transfer of control pursuant to Section 63.04(b) of the Commission's Rules, 47 C.F.R. 63.04(b). The Applicants provide the following in support of their request.

63.04(b)(6): Description of the Transaction

Section III of the Application contains a full description of the proposed transaction.

63.04(b)(7): Description of Geographic Service Areas and Service in Each Area

AMA Communications LLC provides domestic resold and facilities-based local, intrastate, and/or interstate telecommunications services on a retail basis in Texas.

Patrick L. Eudy, a principal of Dialog Telecom LLC, owns 60% of Dialog Telecommunications, Inc., which provides resold and facilities-based local, intrastate, and/or interstate telecommunications on a retail basis in Kentucky, Mississippi, and North Carolina.

Mr. Eudy owns greater than a 10% share of American Broadband Communications, LLC. American Broadband Communications, LLC has derivative interests that are greater than 10 percent in the following U.S.-based rural incumbent LECs and interexchange carriers:

- Georgetown Telephone Company and T.A.T. Cablevision d/b/a Georgetown Long Distance, serving Georgetown, MS;
- Oregon Farmers Mutual Long Distance Company, serving Oregon and Forest City, MO;
- Pymatuning Telephone Company and PT Communications, Inc., serving rural areas surrounding Greenville, PA;
- Gridley Telephone Company and Gridley Communications, Inc., serving Gridley and Meadows, IL;
- S&A Telephone Company and S&A Communications, Inc., serving Allen and Scranton, KS;
- Waverly Hall Telephone, LLC, serving Waverly Hall, GA;
- Arlington Telephone Co., serving Arlington, NE; Blair Telephone Co., serving Blair, Kennard, and Ft. Calhoun, NE;
- Eastern Nebraska Telephone Co., serving Walthill, Macy, Winnebago, Rosalie, Osmond, Meadow Grove, Carroll, and Belden, NE;
- Rock County Telephone Co., serving Bassett and Newport, NE;

- Rye Telephone Company, serving Colorado City and Rye, CO and portions of other CO counties;
- South Park LLC d/b/a South Park Telephone Company, serving Park County and Hartsell, CO;
- CableCo, LLC d/b/a ghValley LD, serving the areas of Rye Telephone Company and South Park Telephone Company in Colorado;
- Danton Telephone Co., serving Dalton, NE;
- Elsie Communications, Inc., serving Elsie, NE;
- Dalton Telecommunications, Inc., serving the same area as Dalton Telephone Co. and Elsie Communications, Inc. in Nebraska

American Broadband Communications LLC also owns Huntel Cablevision d/b/a Huntel Communications, which provides competitive local exchange service in Lyons, Oakland, and Tekamah, NE, and interexchange services in the area served by Arlington Telephone Co., Blair Telephone Co., and Rock County Telephone Co.

63.04(b)(8): Presumption of Non-Dominance and Qualification for Streamlining

This Application is eligible for streamlining pursuant to Section 63.02(b)(2)(i) of the Commission's Rules, 47 C.F.R. 63.02(b)(2)(i), because as a result of the proposed transaction, AMA Communications LLC will have a market share in the interstate, interexchange market of substantially less than 10 percent and will provide competitive telephone exchange services exclusively in geographic areas serviced by dominant local exchange carriers that are not a party to the proposed transaction, and neither of the Applicants will be dominant with respect to any domestic service. Although an owner of the Transferee has derivative interests that are greater than 10 percent in several U.S.-based rural incumbent LECs and interexchange carriers, the area where AMA provides service is outside the geographic areas where the incumbent LECs are dominant. Therefore, the application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(ii).

63.04(b)(9): Other Pending Commission Applications Concerning the Proposed Transaction

This Application is the only Application currently pending before the Commission in connection with the proposed transaction.

63.04(b)(10): Special Consideration

As described in Section I.(C) above, expedited consideration of this Application is needed in order to quickly facilitate the acquisition of AMA Communications LLC.

63.04(b)(11): Waiver Requests

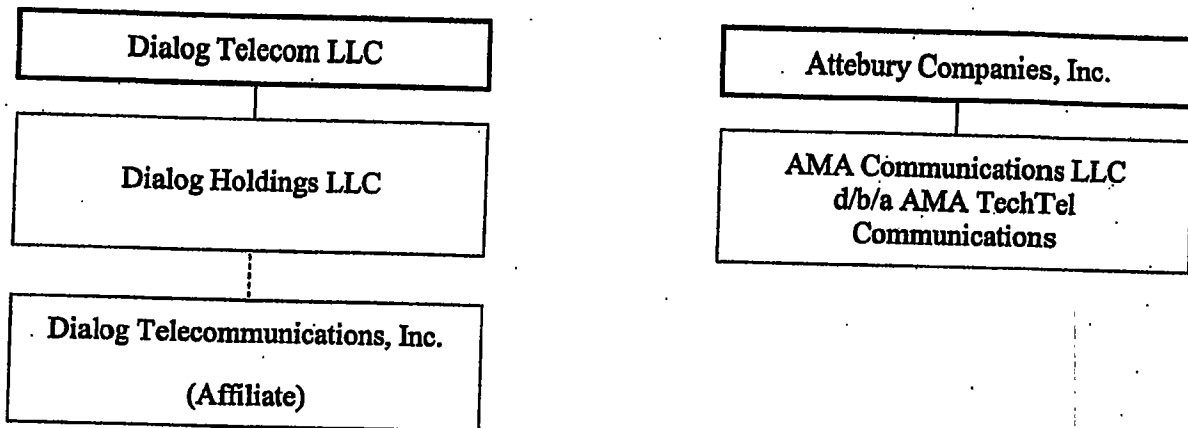
None.

63.04(b)(12): Public Interest Statement

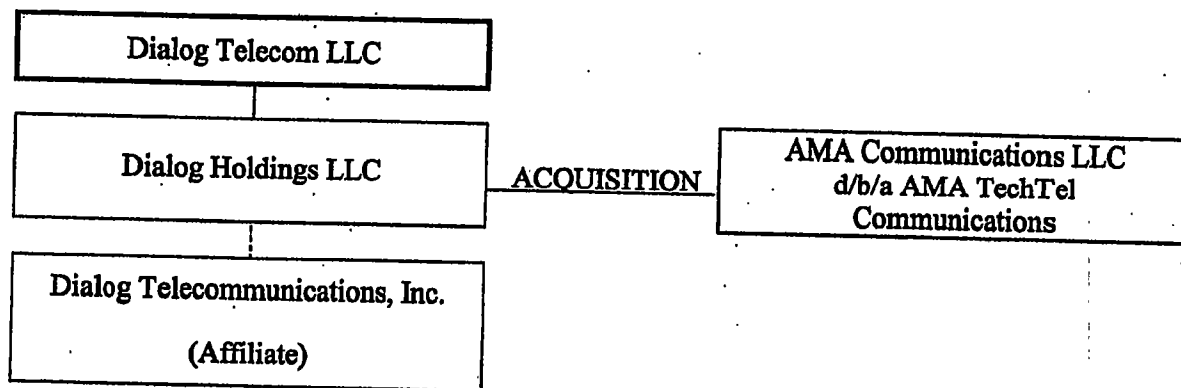
Section IV of the Application contains the required public interest statement.

EXHIBIT B
Pre- and Post-Transaction Organizational Charts

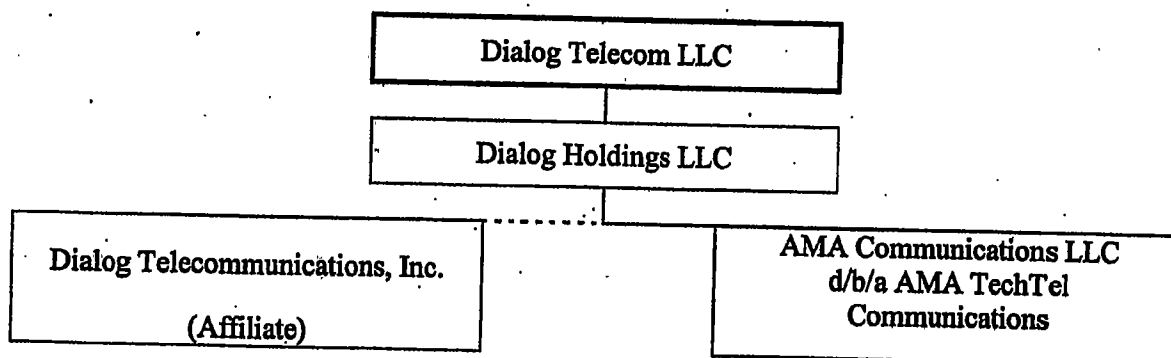
Pre-Transaction Relationships



Transaction



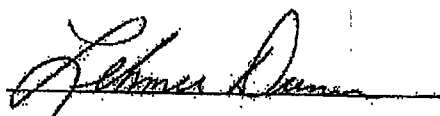
Post-Transaction Relationships



CERTIFICATIONS

CERTIFICATION

I, Lehmer Dunn, President and CEO of AMA Communications LLC ("AMA"), hereby certify under penalty of perjury that I am authorized to make this Certification on behalf of AMA, the Transferor in the foregoing application. I further certify that the information in the foregoing application as it pertains to the Transferor is true and accurate to the best of my knowledge and that the Transferor is not subject to a denial of Federal benefits pursuant to Section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853(a), as amended.



Lehmer Dunn
President and CEO

Date: 6/21/07

19. The Board of Directors of the Corporation has approved the following resolution:

James A. Bell
President

Date: 12/10/20